

GETIN Holding S.A.

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KRS 0000004335

District Court in Wrocław, the 6th Commercial Division of the National Court Register

Getin Noble Bank S.A. 07 1560 1108 0000 9060 0038 6802

NIP: 895-16-94-236

Share capital: PLN 759.069.368 (fully paid up)

www.getin.pl



(Current Report No. 21/2020)

26.08.2020

Resolutions adopted by the Extraordinary General Meeting on August 26th, 2020 and the objections

Getin Holding S.A. (the "Issuer") encloses resolutions adopted by the Extraordinary General Meeting on August 26th, 2020 (the "EGM").

During the EGM objections to the Resolutions 3 and 4 of the EGM were included in the minutes of EGM.

Legal basis: Art. 56 (1) point (2)(a) of the Act on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (J. L. of 2019, item 632) in connection with §19 (1) point (6) and (9) of the Regulation of the Minister of Finance dated 29 March 2018 on current and periodic information published by issuers of securities and on conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state (J. L. of 2018, item 757)

Resolution 1
of the Extraordinary General Meeting of Getin Holding S.A.
dated August 26th, 2020

§ 1.

Under Art. 409 §1 of the Code of Commercial Companies and Partnerships and §4 and §5 of the Bylaws of the General Meetings of Getin Holding S.A., the Extraordinary General Meeting appoints Jarosław Podwiński as the Chairman of the General Meeting.

§ 2.

The resolution shall enter into force on the date of its adoption.

The resolution was adopted in a secret ballot. 109,038,691 shares participated in the ballot which represent 57.4591443664% of the share capital. The resolution was adopted by 109,089,464 valid votes cast, including:

- 109,089,464 votes “for”,
- 0 votes “against,
- 0 votes “abstaining”.

There was no objection.

The resolution was adopted.

Resolution 2
of the Extraordinary General Meeting of Getin Holding S.A.
dated August 26th, 2020

§ 1.

The Extraordinary General Meeting adopts the following agenda, as announced on [•] r.

1. Opening of the Meeting.
2. Adopting a resolution on the appointment of the Chairman of the General Meeting.
3. Confirming the correctness of convening the General Meeting and its capacity to adopt resolutions.
4. Adopting a resolution on the approval of the agenda.
5. Adopting a resolution on the approval of the Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.
6. Adopting a resolution on amending the rules of remuneration of members of Supervisory Board of Getin Holding S.A.
7. Adopting a resolution on amending the Bylaws of the Supervisory Board of Getin Holding S.A. and adopting consolidated text of the Bylaws.
8. Adopting a resolution on amending the Bylaws of the General Meeting of Shareholders of Getin Holding S.A. and adopting consolidated text of the Bylaws.
9. Closing the meeting.

§ 2.

The resolution shall enter into force upon its adoption.

The resolution was adopted in an open ballot. 109,038,691 shares participated in the ballot which represent 57.4591443664% of the share capital. The resolution was adopted by 109,089,464 valid votes cast, including:

- 109,089,464 votes “for”,
- 0 votes “against,
- 0 votes “abstaining”.

There was no objection.

The resolution was adopted.

Resolution 3
of the Extraordinary General Meeting of Getin Holding S.A.
dated August 26th, 2020

Acting under Art. 90d section 1 and section 7 of the Act of 29 July 2005 on Public Offering, on Conditions for the Introduction of Financial Instruments to the Organized Trading System and on Public Companies (hereinafter: Public Offer of Financial Instruments Act), the Extraordinary General Meeting, having read the *Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.* (hereinafter also: the Policy) hereby decides to:

§ 1.

1. Adopt the *Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.* in the wording specified in the annex to this Resolution, and to implement it at Getin Holding S.A.
2. Authorize the Supervisory Board to specifically determine:
 - a) fixed and variable components of remuneration of individual Members of the Management Board in the managerial contracts concluded with the Members of the Management Board, including indicating a fixed remuneration amount,
 - b) any bonuses to the extent that these bonuses are not fully regulated in the Policy, including clear, comprehensive and differentiated financial and non-financial performance criteria for awarding variable components of remuneration of Members of the Management Board, including criteria relating to the consideration of social interests, contributing to protecting the environment by the Company, and taking action to prevent and eliminate any negative social impacts of the Company’s operations,
 - c) conditions for returning all or part of individual bonuses and to decide whether the bonus return mechanism will be applied to individual Members of the Management Board,
 - d) rules of not awarding, withholding or limiting variable remuneration within the limits of generally applicable law and the conditions set forth in the managerial contract,
 - e) rules of granting other cash and non-cash benefits to Members of the Management Board, in particular those necessary for the performance of their functions, and the rules of using the Company’s property for private purposes, and the rules will specify work tools or other benefits, in particular such as: company car, trainings, medical care, insurance, taking into account the applicable rules and limits adopted for employees of the Company in this respect, taking into account the nature and requirements related to the function and position held.

§2

The resolution shall enter into force upon its adoption.

Justification for the draft resolution

To implement the requirements of the Act of 29 July 2005 on Public Offering, on Conditions for the Introduction of Financial Instruments to the Organized Trading System and on Public Companies (hereinafter: Public Offer of Financial Instruments Act); consolidated text of 22 February 2019 (Dz.U. [Journal of Laws] of 2019, item 623), and also to strengthen corporate governance and to provide shareholders with an effective influence on the structure of remuneration of persons performing the most important functions at Getin Holding S.A. and supervision over granting such remunerations, the General Meeting is requested to adopt the *Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.* (hereinafter: the Policy). The Policy is drawn up according to the requirements of the above-mentioned act and was positively assessed by the Supervisory Board of the Company and the Remuneration and Employment Committee of the Supervisory Board of Getin Holding S.A.

Annex to the Resolution 3 of the Extraordinary General Meeting of Shareholders of Getin Holding SA dated August 26th, 2020

REMUNERATION POLICY

FOR MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS OF

GETIN HOLDING S.A.

Getin Holding S.A. based in Wrocław (**Getin Holding** or **Company**) with a view to comply with requirements imposed by the Act dated 29 July 2005 on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (J. L. 2019, item 623, as amended) implementing into the Polish law the Directive of the European Parliament and Council (EU) 2017/828 dated 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (OJ EU L No. 132, p. 1) and acting to advance corporate governance and ensure that shareholders have efficient influence on the remuneration system covering persons holding the top management functions in Getin Holding and on assigning such remuneration, hereby implements this Remuneration Policy for Management and Supervisory Board Members in Getin Holding (**Policy**).

§ 1

FUNDAMENTAL ASSUMPTIONS OF THE POLICY

- Getin Holding pays remuneration to Management and Supervisory Board Members in accordance with the Policy and based on the Policy. Any amendments to the rules of remuneration payment to Management and Supervisory Board Members shall require amendments to this Policy, unless the Supervisory Board adopts a resolution on departure from the Policy, according to the procedure specified in the Policy.
- In the event of any discrepancies between the Policy and other documents that form the basis for remuneration payment to Management and Supervisory Board Members, in

particular any civil law agreements or employment contracts concluded by Getin Holding or any resolutions concerning remuneration for specific persons that provide for otherwise, the Policy shall prevail.

- The Policy prevents any potential situations when remuneration for a specific Member of Management Board would substantially diverge from Getin Holding performance or would not be justified in the light of individual efforts and performance of such a Member.

§ 2

DEFINITIONS

Unless the context states otherwise capitalized terms in this Policy shall have the following meaning:

- **Supervisory Board Member, Chairman of Supervisory Board and Vice Chairman of Supervisory Board** – each member of supervisory board of Getin Holding, a member of supervisory board of Getin Holding that holds a statutory function of chairman of supervisory board, and a member of supervisory board of Getin Holding that holds a statutory function of vice chairman of supervisory board.
- **Management Board Member, President of Management Board and Deputy President of Management Board** – each member of management board of Getin Holding, a member of management board of Getin Holding that holds the statutory function of president of management board, and a member of management board of Getin Holding who according to the entry in the National Court Register holds the function of Deputy President of Management Board;
- **Management and Supervisory Board Members** – all members of supervisory board of Getin Holding and the management board of Getin Holding;
- **Getin Holding or Company** – Getin Holding S.A. based in Wrocław;
- **Getin Holding CG** – the capital group that comprises Getin Holding as a parent company and its subsidiary companies in the meaning of the Accounting Act dated 29 September 1994 (J. L. 2019, item 351, as amended);
- **Committee** – an advisory body appointed as needed by the Supervisory Board according to the Articles of Association, composed of Supervisory Board Members;
- **Managerial Contract** – a civil law contract under which duties of a member of management board of Getin Holding are vested, concluded by Getin Holding and an individual appointed to hold a function in the management board of Getin Holding;
- **Policy** – this document;
- **Supervisory Board** – the supervisory board of Getin Holding;
- **Articles of Association** – the articles of association of Getin Holding;
- **General Meeting** – the general meeting of shareholders of Getin Holding;

- **Management Board** – the management board of Getin Holding;

§ 3

INITIAL PROVISIONS

1. This Policy applies to all Members of Management Board and Supervisory Board. Remuneration paid to each Member of Management and Supervisory Boards is established in a manner adequate to a function held by a specific Member of Management or Supervisory Board.
2. Remuneration paid to all Management Board Members is composed of fixed and variable components (bonuses). The fixed and variable components (bonuses) differ depending on a function held by a given individual in the Management Board. The proportional share of fixed and variable remuneration components for the Management Board Members is described in the Schedule to this Policy that is integral part hereof.
3. Remuneration for the Supervisory Board Members comprises solely the fixed component.
4. As at the date of adopting this Policy Getin Holding does not grant the Management or Supervisory Board Members remuneration in form of financial instruments.

§ 4

FIXED REMUNERATION COMPONENT FOR MANAGEMENT BOARD MEMBERS

1. The Management Board Members are entitled to a fixed monthly remuneration.
2. The General Meeting authorizes the Supervisory Board to specify the amount of fixed remuneration for each Member of Management Board in Managerial Contracts.

§ 5

BONUSES FOR MANAGEMENT BOARD MEMBERS

1. The Management Board Members may be entitled to an annual bonus or alternatively to a standard bonus. The maximum bonus for the Management Board Member may equal from 60% to 200% of the fixed annual remuneration for such a Member of Management Board. Guidelines for awarding annual and standard bonuses are included in the Schedule to this Policy that forms integral part hereof. The decision whether a given Management Board Member is eligible to an annual or standard bonus and specifying the amount of such a bonus for a given Member of Management Board lies with the Supervisory Board and it is specified in a Managerial Contract concluded with a given Member of Management Board.
2. The Management Board Members may be additionally eligible to an assets sale bonus. Guidelines for awarding an assets sale bonus according to which Management Board Members may become eligible to an assets sale bonus form integral part hereof.
3. The General Meeting authorizes the Supervisory Board to specify in detail terms and conditions for returning entire or part of a given bonus and to decide whether the bonus clawback mechanism shall apply to individual Management Board Members.
4. Getin Holding does not apply a deferred bonus payment mechanism to any of the bonuses.
5. The General Meeting authorizes the Supervisory Board to specify in detail all bonuses in the scope that is not exhaustively regulated herein.

6. While establishing terms and conditions for bonus payment to the Management Board Members Getin Holding takes into account social interest and prevention of negative social effects of operations of Getin Holding CG and their elimination, by:

- a) supporting growth of entrepreneurship in the region where it operates;
- b) making financial products / services more attractive and available to companies;
- c) showing exemplary *compliance* with law regulations, ethical standards and good practices;
- d) building its reliability;
- e) promoting continuous growth of the quality of products and customer service and satisfaction, safety, responsibility and openness;
- f) expanding its product range launching innovative solutions;
- g) educating clients in a friendly manner and building their economic awareness;
- h) integrating diverse teams in the atmosphere of commitment, satisfaction and respect;
- i) aiming at maximizing clients' and investors' satisfaction;
- j) promoting charity and sponsoring;
- k) dialog with its social environment.

§ 6

REMUNERATION FOR SUPERVISORY BOARD MEMBERS

1. The Supervisory Board Members are entitled to a fixed monthly remuneration.
2. The basis for the remuneration payment to the Supervisory Board Members is the General Meeting's resolution.
3. Remuneration for the Supervisory Board Members other than the Chairman and Vice Chairman of Supervisory Board is of the same amount. Remuneration for the Chairperson and Vice Chairman of Supervisory Board may be higher than remuneration for other Supervisory Board Members.
4. Within the Supervisory Board may be formed committees according to the Articles of Association. Committee members may be paid additional benefits in the amount specified in the General Meeting's resolution. If one of Supervisory Board Members holds functions in several Committees additional benefits paid to such a Member may be cumulative.
5. Remuneration for Supervisory Board Members shall be paid irrespective of the number of meetings convened and irrespective of their presence at such meetings of Supervisory Board.

§ 7

OTHER CASH AND NON-CASH BENEFITS FOR MANAGEMENT AND SUPERVISORY BOARD MEMBERS

1. Getin Holding is authorized to conclude a D&O insurance contract for the Management and Supervisory Board Members.
2. The Management Board Members may use company cars for private purposes. The Management Board Members who do not use company cars shall be paid cash equivalent for using private means of transport. Due to its nature, i.e. optionality of using a company car by Management Board Members and being separate from the fixed monthly remuneration, the equivalent is not accounted for in the proportional share in the fixed and variable remuneration components for the Management Board Members specified in § 3(2).

3. The Management Board Members may be eligible to participate in so called employee benefits schemes. So called employee benefits schemes provided for Management Board Members as at the date of adoption of this Policy include the medical package.
4. Should Getin Holding implement a new so called employee benefit scheme Management Board Members may enter such a scheme with no need for a separate consent of the Supervisory Board or General Meeting provided that such a scheme is available for all Getin Holding employees.
5. The Management Board Members may be eligible to participate in an employee retirement scheme, as specified in § 9 herein below.
6. Apart from the remuneration the Supervisory Board Members do not get any other cash or non-cash benefits from Getin Holding. The afore sentence applies without prejudice to the right of each of the Supervisory Board Members to participate in an employee retirement scheme, as specified in § 9 herein below.

§ 8

CONDITIONS FOR HOLDING FUNCTION

OF MANAGEMENT AND SUPERVISORY BOARD MEMBERS

1. The sole basis for remuneration payment to Management Board Members is a Managerial Contract. Terms and conditions of a Managerial Contract must comply with this Policy.
2. A Managerial Contract is concluded for a definite period of time ending on the date of closing an Annual General Meeting that reviews GH financial report for a financial year specified in such a Managerial Contract. If Getin Holding decides about the continuation of cooperation with a given Management Board Member for a subsequent financial year(s), another Managerial Contract is concluded or the previous Managerial Contract is annexed to amend its term.
3. Either Getin Holding or the Management Board Member may terminate a Managerial Contract by giving a 6-month termination notice effective as at the end of the respective calendar month, with no additional termination conditions. If the end of the office of the Management Board Member falls on during termination period the Managerial Contract shall be terminated on the same date. The Managerial Contract may also provide for termination with immediate effect, either by Getin Holding or by the Management Board Member.
4. In circumstances specified at its own discretion the Supervisory Board may guarantee a the Management Board Member in a Managerial Contract the right to be paid 100% of the fixed remuneration paid before termination of the Managerial Contract for 12 months after the termination of the Managerial Contract, and also – irrespective of the right to the fixed remuneration after the termination of the Managerial Contract, an additional compensation amounting to 50% of the fixed remuneration paid before the termination of the Managerial Contract for the no-competition clause period and/or no-solicitation clause period after the termination of the Managerial Contract.
5. Apart from the benefits specified in this Policy, Getin Holding shall not pay any other benefits, in particular no severance pay, to the Management Board Members.
6. The Supervisory Board Members are paid remuneration for holding their functions only based on the General Meeting's resolution. The General Meeting's resolution on establishing remuneration for a given Member of Supervisory Board shall be in compliance with the Policy.
7. The Supervisory Board Members are appointed and dismissed by the General Meeting in accordance with the Articles of Association and for a term of office specified in the Articles of Association.

§ 9

RETIREMENT, ANNUITY AND EARLIER RETIREMENT SCHEMES

As at the date of adopting this Policy Getin Holding does not provide for any retirement, annuity or earlier retirement contracts or policies or otherwise.

Starting from H2 2020 in Getin Holding there will apply provisions of the Act on Employee Capital Schemes dated 4 October 2018 (J. L. 2018, item 2215, as amended). Implementation of an employee capital scheme in Getin Holding and covering the Management and Supervisory Board Members, which means payment by Getin Holding the base payment for the Management and Supervisory Board Members, as well as the additional payment amounting to 1.5% of respective remuneration, unless the Management and Supervisory Board Members waive their participation in the employee capital scheme, shall not be part of the remuneration in the meaning of this Policy and shall remain without prejudice to provisions of this Policy.

§ 10

WORK AND REMUNERATION TERMS AND CONDITIONS FOR COMPANY EMPLOYEES

Work and remuneration terms and conditions for employees of Getin Holding CG other than the Management and Supervisory Board Members, including those employed otherwise than under an employment agreement were taken under consideration while developing this Policy as follows:

- a) **Competitive remuneration.** With a view to attracting best professionals to work at Getin Holding CG, both the remuneration structure and its overall amount is competitive compared to similar companies operating in a given market.
- b) **Fair remuneration.** Like in case of Management Board Members and Chairman and Vice Chairman of Supervisory Board, employees of Getin Holding CG are paid remuneration commensurate with their competence, scope of their responsibility and time devoted to building values of Getin Holding CG.
- c) **Equal pay.** All Getin Holding CG companies apply anti-discrimination rules, including rules ensuring equal pay. Remuneration in Getin Holding CG companies depends solely on competence, scope of their responsibility and time devoted to building values of Getin Holding CG.
- d) **Adequate remuneration.** Remuneration in Getin Holding CG is commensurate with an employee's competence, scope of their responsibility and time devoted to building values of Getin Holding CG. Specifically, remuneration for medium and senior management in Getin Holding CG companies promote their loyalty.
- e) **Parenthood.** Getin Holding CG promotes and makes it easier as far as it is possible for employees who come back to work after long-term maternity/paternity leaves.
- f) **Gender parity.** Getin Holding CG ensures as far as it is possible 50% gender parity among medium and senior management positions, and 25% gender parity among top management positions;
- g) **Employment.** Getin Holding CG hires employees as far as it is possible under employment agreements in accordance with local law regulations applicable for a given company in Getin Holding CG, which ensures stable employment for its staff members. Any deviations from this principle as a rule concern senior and top management positions;
- h) **Work-life balance.** Respecting individuality of its employees Getin Holding CG promotes work-life balance.

§ 11

AVOIDING AND MANAGEMENT OF THE POLICY RELATED CONFLICT OF INTEREST

1. With a view of avoiding conflict of interest related to the Policy or managing such conflicts while developing, reviewing and amending the Policy the Management Board is obliged to apply the following measures:
 - a) appoints a team of employees to prepare assumptions for the Policy taking into account scope of responsibility and competence;
 - b) may request an external consultant's evaluation of a draft Policy;
 - c) presents a draft Policy to the Employment and Remuneration Committee at the Company Supervisory Board for an opinion;
 - d) after getting a positive opinion from the Employment and Remuneration Committee at the Company Supervisory Board presents the draft Policy to the Supervisory Board for approval;
 - e) after getting the Supervisory Board's approval, presents the draft Policy to the Company General Meeting for its adoption.
2. All governing bodies engaged in the process, including all their members and other individuals, come under the internal Policy for Preventing Conflicts of Interest.

§ 12

COMPANY'S BUSINESS STRATEGY, LONG-TERM INTERESTS AND STABILITY

The strategy of Getin Holding aims at increasing value of Getin Holding CG companies by their growth coordination and governance. Getin Holding applies the 'functional' model to all Getin Holding CG companies, where it is the competence centre in key business areas. The Company's aim is to create value by reaching a high investment return rate, and hence tangible benefits for the shareholders. Getin Holding may accomplish this aim promoting regular growth of Getin Holding CG companies, acquisitions and founding new units.

The Policy contributes to the accomplishment of the afore described strategy, long-term interests and stability of Getin Holding, because:

- a) the level of remuneration for Management and Supervisory Boards Members in this Policy is adequate to encourage competent individuals to undergo recruitment procedure for a specific position, to retain such an individual with the Company, and to constantly maintain the motivation of such individuals to manage business, provide adequate supervision in Getin Holding and other Getin Holding CG companies and to accomplish strategies of such companies;
- b) remuneration for Management and Supervisory Board Members is commensurate with tasks vested with specific individuals, which promotes Getin Holding's long-term interests and stability;
- c) possibility to get bonuses and conditions for getting such bonuses by Management Board Members are an extra motivating factors promoting implementation of Getin Holding business strategy and its long-term interests;
- d) the remuneration for the Supervisory Board Members is not dependent on options or other derivatives, or any other variable components, nor performance of Getin Holding, which promotes objective evaluation of the Management Board's operations.

§ 13

TEMPORARY DISAPPLICATION OF THE POLICY

1. If it is required to accomplish long-term interests and stability of Getin Holding or to ensure its profitability, the Supervisory Board may decide to disapply the Policy temporarily, on

the conditions and according to the procedure presented herein below. The decision on the occurrence of circumstances presented herein below lies with competences of the Supervisory Board, provided however that the Supervisory Board shall provide information on such a disapplication, explaining the reasons, procedure and elements that have been disappplied in a remuneration report.

2. The Supervisory Board may suspend application of provisions of § 3(2) and § 5(1) and (2) of the Policy if before the end of the Management Board's term of office its composition changes for any reason and in consequence it will be necessary to appoint one or more Management Board Members, and in order to hire an individual with qualifications relevant for the position Getin Holding will have to offer work and remuneration terms and conditions other than those resulting from this Policy.

3. The Supervisory Board may also suspend application of provisions of § 3(2) and § 5(1) and (2) of the Policy if they get reliable information that remuneration offered in comparable sector companies substantially differs from work and remuneration conditions for Management Board Members, which could in consequence mean losing one or more Management Board Members to the benefit of competition.

§ 14

SETTING, IMPLEMENTATION AND REVIEWING THE POLICY

1. This Policy was based on previously used remuneration practice, in particular on applicable Managerial Contracts and the General Meeting's resolutions. In developing this Policy the existing practice was clarified, as required.

2. The Policy reflects practice of payment of remuneration to the Management and Supervisory Board Members exercised as at the date hereof, and thus the implementation of the Policy did not require taking any further activities of Getin Holding, save the clarification of the already existing practice.

3. The Supervisory Board draws up an annual remuneration report that presents a complex review of remuneration, including all benefits, irrespective of their form, paid or due to each Management and Supervisory Board Member in the previous financial year, as per the Policy. The report is audited by a chartered auditor as regards law regulations.

4. The Management Board reviews the Policy at least once a year. While reviewing the Policy the Management Board evaluates the Policy's compliance, functionality and efficiency in accomplishing its goals. Should the Management Board decide that the Policy needs to be amended, the Management Board will present its recommendations to the Supervisory Board.

5. If the General Meeting adopts a resolution to amend the Policy, the amended Policy will include a description of major amendments to the previous version as well as the manner how the General Meeting's resolution giving opinion on the remuneration report was taken into account.

§ 15

FINAL PROVISIONS

1. The Policy takes effect on the date of its adoption by the General Meeting for a definite period of four years.

2. The General Meeting adopts a resolution on the Policy at least every four years. The aforementioned resolution may either uphold or amend this Policy. Each resolution on this Policy adopted by the General Meeting starts another four-year validity period for the Policy specified in (1) hereinabove.

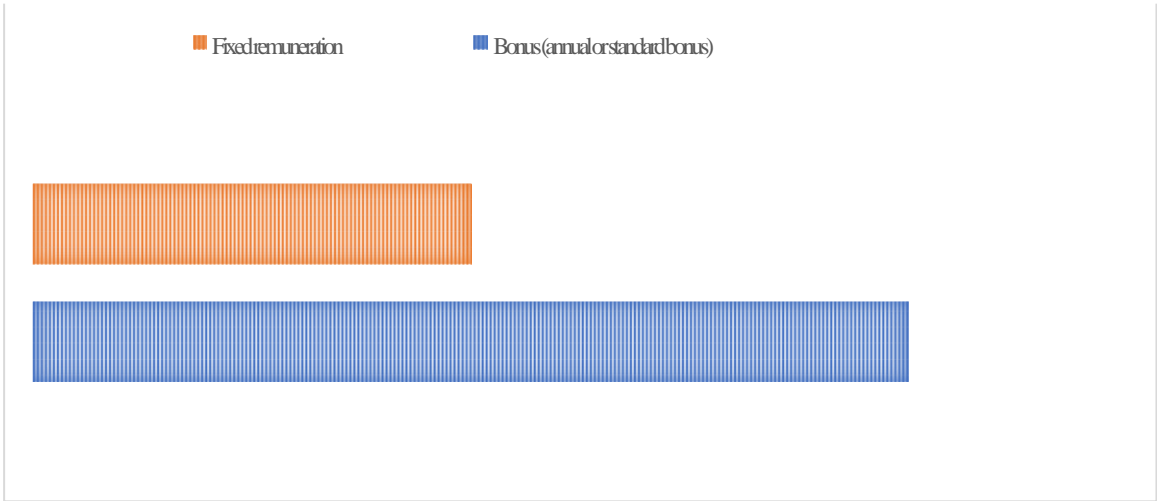
3. If the Policy is not binding in Getin Holding, specifically when the resolution specified in (2) hereinabove has not been adopted before the end of the four-year period specified in (1) hereinabove, Getin Holding shall pay remuneration in accordance with the Policy until the resolution specified in (2) hereinabove has been adopted.

4. Temporary disapplication of the Policy, as specified in § 13 hereinabove, shall not influence the validity period of the Policy.

5. Getin Holding publishes the Policy and the resolution on the remuneration policy, along with the date of its adoption and the votes cast, at its website. Those documents remain available at least for the period of their application.

SCHEDULE TO GETIN HOLDING REMUNERATION POLICY

1. MANAGEMENT BOARD MEMBERS REMUNERATION COMPONENTS PROPORTION



It is not possible to specify the share of remuneration paid to the Management Board Members as a bonus for selling assets in the overall remuneration of the Management Board Members because of conditions of awarding such a bonus.

Assets sale bonus is constructed so that its maximum amount hypothetically equals part of present market value of Getin Holding CG companies indicated in a Managerial Contract, and the market value affects incremental acts on the part of Getin Holding, and those incremental acts form base for the calculation of a respective bonus to be paid to a given Member of Management Board. Therefore the assets sale bonus is strictly related to the profit for Getin Holding, which has a positive impact on the motivation of the Management Board Members and ensures alignment of their efforts with the profit of Getin Holding.

2. ANNUAL BONUS

- The Supervisory Board may reserve that one or more Management Board Members will be eligible to an annual bonus only if Getin Holding reports in its consolidated annual report for a given financial year audited by a chartered auditor a specific net consolidated profit specified by the Supervisory Board.
- An annual bonus for holding a specific function in a given financial year is calculated as the percentage of a net profit reported in accordance with IRS specified by the Supervisory Board of Getin Holding CG operational companies.

3. STANDARD BONUS

- A standard bonus is due only if consolidated annual report for a given financial year audited by a chartered auditor discloses a specific consolidated profit specified by the Supervisory Board, however the Supervisory Board may specify additional conditions for awarding a standard bonus to a given Member of Management Board.
- The bonus is calculated taking into account percentage of accomplished budgeted consolidated net profit for specified operational companies in accordance with IRS disclosed in Getin Holding consolidated annual report for a given financial year audited by a chartered auditor.

4. ASSETS SALE BONUS

- Assets sale bonus is due for any transactions that cause increment to Getin Holding, its subsidiary company or other company named by Getin Holding that results from the obligation to dispose of assets owned by Getin Holding CG, i.e. entities – including all interest in such entities (in particular shares, participatory interest, etc.), their enterprises (entire or part of), or other participatory interest in such entities or ownership forms, including also in particular components of their property – being part of Getin Holding CG, provided however that the Supervisory Board shall indicate in the Managerial Contract specific entities sale of which will entitle Management Board Members to the bonus.
- The Supervisory Board may specify in detail proportion of assets value to the bonus for their sale for specific Management Board Members.

The resolution was adopted in an open ballot. 109,038,691 shares participated in the ballot which represent 57.4591443664% of the share capital. The resolution was adopted by 109,089,464 valid votes cast, including:

- 108,934,691 votes “for”,
- 100,000 votes “against”,
- 0 votes “abstaining”.

There was an objection.

The resolution was adopted.

Resolution 4
of the Extraordinary General Meeting of Getin Holding S.A.
dated August 26th, 2020

§ 1

Pursuant to Art. 392 § 1 of the Code of Commercial Companies and Partnerships, the Extraordinary General Meeting finds that Members of the Supervisory Board have right to remuneration on the basis of the new rules specified in § 2 of this Resolution.

§ 2

1. Members of the Supervisory Board have right to monthly remuneration, paid until the last working day of each calendar month.
2. Amount of remuneration of Members of the Supervisory Board is as follows:
 - a) Monthly remuneration of the Chairman of the Supervisory Board is ten times the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which remuneration is paid, subject to section 5 below.
 - b) Monthly remuneration of the Vice-Chairman of the Supervisory Board is three times the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which remuneration is paid, subject to section 5 below.
 - c) Monthly remuneration of the Members of the Supervisory Board other than the Chairman and Vice-Chairman is 1,5 time the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which remuneration is paid, subject to section 5 below.
3. Members of the Supervisory Board who are members of the Committees of the Supervisory Board shall receive a monthly bonus referred to in section 2, paid once a month with the monthly remuneration. The amount of the bonus shall be as follows:
 - a) for Chairman of a Committee – two times the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which bonus is paid, subject to section 5 below,
 - b) for Member of a Committee other than the Chairman – one times the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which bonus is paid, subject to section 5 below.
4. If one Member of the Supervisory Board performs functions in several Committees, the bonus received by them on this account shall accumulate.
5. If, before the end of the given month, Statistics Poland does not announce the average monthly remuneration gross in the corporate sector for the calendar year preceding the year of that month, Members of the Supervisory Board will receive remunerations, and the Members of the Supervisory Board being members of Committees also bonuses for that month in the amount specified for the last month of the previous calendar year. If the foregoing sentence is applied after the announcement of Statistics Poland mentioned in the foregoing sentence is made, remuneration of Members of the Supervisory Board

with bonuses for membership in the Committees will be adjusted. Remuneration of the Members of the Supervisory board with bonuses for membership in the Committees will be adjusted to the amount resulting from such announcement of Statistics Poland within the term for payment of the next monthly remuneration.

6. Remuneration of Members of the Supervisory Board is payable regardless of the frequency of the meetings and regardless of their presence at the Supervisory Board meetings.

§ 3

Remuneration of Chairman of the Supervisory Board specified in §2 section 2 letter a) and remuneration of Vice-Chairman of the Supervisory Board specified in §2 section 2 letter b) and remuneration of Members of the Supervisory Board specified in §2 section 2 letter c) and in section 3 letter a) to b) will apply from the subsequent calendar month taking place directly after adopting this resolution. Remuneration of Chairman of the Supervisory Board and Vice-Chairman of the Supervisory Board for the period from 01 January 2020 to 31 August 2020 will be accrued proportionally for the period of 8 months pursuant to the Resolution no. 24 of the Ordinary General Meeting of 27 March 2015 on determining the principles and amounts of remuneration of Members of the Supervisory Board of Getin Holding S.A.

§ 4

Subject to the last sentence of § 3 of this Resolution, the provisions of Resolution No. 24 of the Ordinary General Meeting of Shareholders of 27 March 2015 on determining the terms and amounts of remuneration of Members of the Supervisory Board of Getin Holding S.A. shall cease to apply as of the date of adoption of this resolution.

Justification for the draft resolution

In view of the implemented at Getin Holding S.A., according to the provisions of the Act on Public Offering, on Conditions for the Introduction of Financial Instruments to the Organized Trading System and on Public Companies, the “*Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.*” and that remuneration of Members of the Supervisory Board of Getin Holding S.A. is determined by a resolution of the General Meeting, General Meeting is requested to change and update the remuneration rules for Members of the Supervisory Board of Getin Holding S.A. for membership and functions held in the Supervisory Board, and for membership and functions held in its committees. It is requested to unify the rules of determining and paying remuneration to all Members of the Supervisory Board in the following scope:

- a) basis for calculation of remuneration amount – it is proposed to refer to the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which remuneration is paid;
- b) frequency of remuneration payment – it is proposed to adopt monthly payments with payment term until the last working day of each calendar month.

Moreover, it is requested that Members of the Supervisory Board being members of Committees of the Supervisory Board be granted a bonus to the monthly remuneration determined and paid in accordance with the conditions specified above applicable to the determination and payment of remuneration of Members of the Supervisory Board.

The resolution was adopted in an open ballot. 109,038,691 shares participated in the ballot which represent 57.4591443664% of the share capital. The resolution was adopted by 109,089,464 valid votes cast, including:

- 108,934,691 votes “for”,
 - 100,000 votes “against,
 - 0 votes “abstaining”.
- There was an objection.
The resolution was adopted.

Resolution 5
of the Extraordinary General Meeting of Getin Holding S.A.
dated August 26th, 2020

Acting pursuant to Art. 391 § 3 of the Code of Commercial Companies and Partnerships and § 16 section 3 of the Company’s Articles of Association, the Extraordinary General Meeting decides to:

§ 1

Amend the Bylaws of the Supervisory Board of Getin Holding S.A., in the following way:

1. § 2 section 1 with the following wording:

1. The Supervisory Board acts in accordance with the Company’s Articles of Association, these Bylaws, resolutions of the General Meeting of Shareholders, provisions of the Code of Commercial Companies and Partnerships, and in consideration of the Code of Best Practices adopted by the authorities of the Warsaw Stock Exchange within the scope accepted by the Company’s governing bodies.

shall be replaced by the following:

1. The Supervisory Board acts in accordance with the Company’s Articles of Association, these Bylaws, resolutions of the General Meeting of Shareholders, provisions of the Code of Commercial Companies and Partnerships, and in consideration of the Code of Best Practices adopted by the authorities of the Warsaw Stock Exchange Joint Stock Company within the scope accepted by the Company’s governing bodies.

2. § 4 section 2 with the following wording:

2. While setting forth the amount of remuneration for the Members of the Management Board, the Supervisory Board takes into consideration its incentive character and assurance of effective and seamless management of the Company. The remuneration shall be commensurate with the Company’s size and financial results and shall be related to the scope of responsibilities resulting from the function performed and shall take into account the level of remuneration of members of management boards in similar companies in a comparable market.

shall be replaced by the following:

2. While setting forth the amount of remuneration for the Members of the Management Board, the Supervisory Board takes into consideration its incentive character and assurance of effective and seamless management of the Company. The remuneration shall be

commensurate with the Company's size and financial results and shall be related to the scope of responsibilities resulting from the function performed and shall take into account the level of remuneration of members of management boards in similar companies in a comparable market. The Supervisory Board endeavors to ensure that the remuneration of Members of the Management Board is determined in accordance with the Company's Remuneration Policy for Members of the Management Board and Supervisory Board of Getin Holding S.A.

3. To § 5, after section 2, sections 2a and 2b with the following wording shall be added:

2a. The Supervisory Board shall annually prepare a remuneration report for each member of the Management Board and Supervisory Board in accordance with the applicable regulations.

2b. The Supervisory Board shall examine and evaluate the proposals presented by the Management Board to amend the Company's Remuneration Policy for Members of the Management Board and the Supervisory Board of Getin Holding S.A. or a proposal to keep the existing Policy wording.

4. § 9 section 1 with the following wording:

1. The Supervisory Board shall adopt resolutions if a majority of its members, including the Chairman and Vice-chairman, are present at the meeting and all its members have been duly invited to the meeting. An invitation shall be deemed duly delivered if it has been made in a written form, by fax to the fax number provided by the Member of the Supervisory Board or by e-mail. An invitation shall specify the date and the agenda. The receipt of the invitation shall be confirmed by the Member of the Management Board by the endorsement on the invitation, in writing, by fax or by e-mail.

shall be replaced by the following:

1. The Supervisory Board shall adopt resolutions if a majority of its members, including the Chairman and Vice-chairman, are present at the meeting and all its members have been duly invited to the meeting. An invitation shall be deemed duly delivered if it has been made in a written form, by fax to the fax number provided by the Member of the Supervisory Board or by e-mail. An invitation shall specify the date and the agenda. Any Member of the Supervisory Board unable to participate in the meeting shall immediately inform the Chairman of the Supervisory Board about such fact.

5. To § 9, after section 1, sections 1a and 1b with the following wording shall be added:

1a. A meeting of the Supervisory Board can also be attended using remote communication means, unless the Company's Articles of Association provide otherwise.

1b. The Supervisory Board determines in the form of bylaws detailed rules of participation in meetings of the Supervisory Board using means of long distance communication.

6. § 9 section 3 with the following wording:

3. The Supervisory Board resolutions may be adopted under the written procedure (by circulation) or with the support of means of long distance communication (telephone, facsimile, e-mail, videoconference). A resolution so adopted shall be valid if all Members of the Supervisory Board have been notified of the contents of a draft resolution.

shall be replaced by the following:

3. The Supervisory Board resolutions may be adopted under the written procedure (by circulation) or with the support of means of long distance communication (telephone, facsimile, e-mail, videoconference). A resolution so adopted shall be valid if all Members of the Supervisory Board have been notified of the contents of a draft resolution and at least half of the members of the Board participated in adopting the resolution.

7. § 9 section 3c with the following wording:

3c. At the subsequent Meeting of the Board, Chairman of the Supervisory Board shall present the remaining Members of the Supervisory Board with a list of resolutions adopted by the Board by circulation or with the support of means of long distance communication.

shall be replaced by the following:

3c. The results of the voting referred to in section 3b above shall be presented immediately to the members of the Supervisory Board.

8. § 9 section 4 with the following wording – shall be deleted

4. Adopting resolutions in a manner set forth in section 2 and 3 above shall not apply to the appointment of a Member of the Management Board and his/her dismissal or suspension in the performance of duties.

9. § 9 section 4 with the new wording shall be inserted:

4. The Supervisory Board can adopt resolutions in writing or using long distance communication also in matters for which the Company's Articles of Association provide for a secret vote, unless any member of the Supervisory Board objects.

10. § 11 section 2 with the following wording:

2. Voting in the Supervisory Board shall be open. Voting concerning personal issues shall be secret. Furthermore, a secret ballot shall be ordered at the request of at least one Member of the Supervisory Board.

shall be replaced by the following:

2. Voting in the Supervisory Board shall be open. Voting shall be secret in cases for which the Company's Articles of Association so provides. Furthermore, a secret voting shall be ordered by the Chairman on his/her own or at the request of at least one Member of the Supervisory Board.

11. § 13 section 3 with the following wording:

3. In the event of adopting resolutions with the use of means of long distance communication, minutes shall be drawn up. Provisions of sections 1 and 2 shall apply respectively.

shall be replaced by the following:

3. Members of the Supervisory Board participating in the adoption of resolutions by means of long distance communication shall receive copies of resolutions adopted in this manner, which they shall sign and return them to the Company as soon as possible. If resolutions are adopted using means of long distance communication, resolutions signed by members of the Supervisory Board shall be archived with the minutes of the Supervisory Board at the Company's registered office.

12. § 13 section 4 with the following wording:

4. In the event of adopting resolutions under the written procedure, the adopted resolutions shall be signed by all Members of the Supervisory Board.

shall be replaced by the following:

4. In the event of adopting resolutions under the written procedure, the resolutions shall be signed by Members of the Supervisory Board participating in adopting the resolution.

13. § 15 section 1 with the following wording:

1. Members of the Supervisory Board are entitled to remuneration. The amount of such remuneration shall be set forth by the General Meeting. The remuneration shall be paid on a monthly basis. Information on the total amount of remuneration of all Members of the Supervisory Board, and the amount of remuneration of individual Members shall be published in the Company's annual report.

shall be replaced by the following:

1. Members of the Supervisory Board are entitled to remuneration. The amount and terms of such remuneration payment shall be set forth by the General Meeting. Information on the total amount of remuneration of all Members of the Supervisory Board, and the amount of remuneration of individual Members shall be published in the Company's annual report.

§ 2

Adopt a consolidated text of the Bylaws of the Supervisory Board of Getin Holding S.A., taking into account the changes described in § 1 above, in the wording specified in the Annex to this Resolution.

§ 3

The resolution shall enter into force upon its adoption.

Justification for the draft resolution

Taking into account the amendment to the provisions of the Act – Commercial Companies Code (consolidated text of 22 February 2019; Dz.U. [Journal of Laws] of 2019, item 505), made on the basis of the so-called special purpose acts: Anti-Crisis Shield and Anti-Crisis Shield 2.0 in connection with the SARS-COV-2 pandemic, and the need to introduce changes of procedural nature, related, among others, to the introduction of new regulations in the Company, it is proposed that the General Meeting adopt amendments to the Bylaws of the Supervisory Board of the Company within the scope proposed in the presented draft resolution and the proposed consolidated text of the Bylaws.

SUPERVISORY BOARD OF GETIN HOLDING S.A. BYLAWS

Consolidated text adopted by the Resolution 5 of the Extraordinary General Meeting of Shareholders of Getin Holding S.A. dated August 26th, 2020

I. General provisions

§ 1

The Supervisory Board permanently supervises the Company's operations in all aspects of its business.

§ 2

1. The Supervisory Board acts in accordance with the Company's Articles of Association, these Bylaws, resolutions of the General Meeting of Shareholders, provisions of the Code of Commercial Companies and Partnerships, and in consideration of the Code of Best Practices adopted by the authorities of the Warsaw Stock Exchange Joint Stock Company within the scope accepted by the Company's governing bodies.
2. Supervisory Board Bylaws are publicly available on the Company's website and at its registered office.
3. The Supervisory Board adopts resolutions, issues recommendations and opinions and files motions to the General Meeting of Shareholders.
4. The Supervisory Board may not issue any binding instructions to the Management Board in respect of managing the Company's affairs.
 5. Any disputes between the Supervisory Board and the Management Board are settled by the General Meeting of Shareholders.

II. Scope of powers of the Supervisory Board

§ 3

The statutory duties of the Supervisory Board, in addition to other issues envisaged under applicable regulations, include:

- a. appointment and dismissal of the Company's Management Board Members;
- b. temporary suspension of the Company's Management Board or its individual Members in performance of their duties;
- c. specifying the remuneration and rules for remuneration of Members of the Management Board;
- d. approval of the Management Board Bylaws;
- e. granting the Management Board Members consent to get involved in activities competitive to the Company activities;
- f. selection of an entity authorised to examine financial statements and to conduct financial audits in the Company;

- f. evaluation of Management Board's report on Company's operations and financial statement for the last financial year, as specified in Art. 395 (2) (1) of the Code of Commercial Companies and Partnerships, within the scope of its conformity with books and documents, as well as with actual state; evaluation of Management Board's motions concerning the division of profit or coverage of loss and submitting a written annual report from the aforementioned evaluation to the General Meeting of Shareholders;
- g. approval of the annual budget, business plan and strategy of the Company;
- h. granting consent for a merger with another entity;
- i. issuing an opinion on the motion to wind up the Company prior to its submission to the General Meeting of Shareholders;
- j. approval of the Company's debt limits and making decisions on increasing such limits;
- k. granting consent to take on financial liabilities by the Company the value of which exceeds the limits approved by the Supervisory Board;
- l. granting consent for sale and purchase of real estate, perpetual usufruct or share in real estate by the Company;
- m. issuing opinions on suggested amendments to the Company's Articles of Associations and other draft resolutions prior to presenting them to the General Meeting of Shareholders;
- n. giving an opinion on a candidate for the Company's commercial proxy;
- o. granting the Company consent to conclude agreements, other transaction or several joint agreements or other transactions exceeding the scope of the Company's ordinary activity or unrelated to the Company's core activity if their total value exceeds PLN 1,000,000;
- p. granting consent to purchase, sell, lease and manage any components of Company's property or other assets under transaction exceeding the scope of the Company's ordinary activity or unrelated to the Company's core activity if their value exceeds PLN 500,000;
- q. granting consent to establish a guarantee, sign on behalf of the Company any promissory notes securing liabilities of any third parties and take any measures aiming at securing liabilities of any third parties, if their value exceeds PLN 1,000,000;
- r. granting consent to subscribe for or acquire shares in other companies or to invest in other companies or join any business enterprise, if the value of a single investment exceeds PLN 500,000;
- s. approval of the Company's assets encumbrance limits (pledges, mortgages or other encumbrances) and making decisions regarding increase of such limits;
- t. establishing by the Company any encumbrances on the Company's assets when the value of such encumbrances exceeds the limits approved by the Supervisory Board;
- u. carrying out the duties of Audit Committee, if the Audit Committee hasn't been appointed or there have been obstacles which make its operation impossible.

§ 4

1. The Supervisory Board selects an entity entitled to audit financial reports of the Company and to perform financial revision in the Company in compliance with the applicable regulations.

2. While setting forth the amount of remuneration for the Members of the Management Board, the Supervisory Board takes into consideration its incentive character and assurance of effective and seamless management of the Company. The remuneration shall be commensurate with the Company's size and financial results and shall be related to the scope of responsibilities resulting from the function performed and shall take into account the level of remuneration of members of management boards in similar companies in a comparable market. The Supervisory Board endeavors to ensure that the remuneration of Members of the Management Board is determined in accordance with the Company's Remuneration Policy for Members of the Management Board and Supervisory Board of Getin Holding S.A.

§ 5

1. In order to duly perform their duties, the Supervisory Board shall receive regular and comprehensive information from the Management Board about all material aspects of the Company and the risk related to the conducted activities and methods of risk management. The Supervisory Board may inspect all documents of the Company, request reports and explanations from the Management Board and employees, and review the assets and liabilities of the Company.
2. The Supervisory Board presents an annual brief evaluation of the Company's standing to the Annual General Meeting of Shareholders. The evaluation shall be made available to the shareholders in a period allowing for familiarization therewith before the Annual General Meeting is held.
 - 2a. The Supervisory Board shall annually prepare a remuneration report for each member of the Management Board and Supervisory Board in accordance with the applicable regulations.
 - 2b. The Supervisory Board shall examine and evaluate the proposals presented by the Management Board to amend the Company's Remuneration Policy for Members of the Management Board and the Supervisory Board of Getin Holding S.A. or a proposal to keep the existing Policy wording.
3. Members of the Supervisory Board should participate in General Meetings of the Company and, within their competences and within the scope necessary to settle any matters discussed by the General Meeting, shall provide the participants with explanations and information concerning the Company.

III. Organization of the Supervisory Board's activities

§ 6

1. Supervisory Board consists of five to seven persons, including a Chairman and a Vice Chairman.
2. Individual Members of the Supervisory Board are appointed by the General Meeting of Shareholders.
3. The Supervisory Board is elected for the period of two years. Members of the Supervisory Board are appointed for a joint term of office.
4. The Supervisory Board elects a Chairman and a Vice-chairman from amongst its Members.

5. The Supervisory Board or its Members appointed by General Meeting of Shareholders may be dismissed under a resolution of the General Meeting of Shareholders before the end of the Supervisory Board's term. The term of a Member of the Supervisory Board appointed before the end of the Supervisory Board's term shall end together with the end of the term of the entire Board.
6. Terms of Members of the Supervisory Board end not later than on the date of holding the first General Meeting of Shareholders convened to approve the financial report for the last full financial year of the Supervisory Board's term of office.
7. Terms of Members of the Supervisory Board end also at their death, resignation or dismissal.

§ 7

1. Any person being a shareholder or a person from outside the Company may be appointed to the Supervisory Board. A Member of the Management Board, a commercial proxy, a liquidator, the head of department or plant, a chief accountant, attorney-at-law or advocate employed with the Company or other persons directly accountable to a Member of the Management Board or a liquidator and a Member of the Management Board and a liquidator of a subsidiary company shall not, at the same time, be a member of the Supervisory Board.
2. A member of the Supervisory Board shall not resign from the function during his/her term of office if this could make the work of the Supervisory Board impossible, and in particular, if this could make a timely adoption of an important resolution impossible.
3. A member of the Supervisory Board shall inform the Management Board about the functions performed as well as personal, actual and organizational relations of the Member of the Supervisory Board with the shareholders, in particular with the majority shareholder and any changes in this respect for the purpose of their publication.
4. A Member of the Supervisory Board shall inform the Management Board about disposal or acquisition of shares of the Company or its holding or subsidiary companies as well as transactions with such Companies as far as they are relevant for his/her material situation or if an obligation to disclose information on performed transactions results from relevant provisions concerning current and periodical information submitted by issuers of securities, in a manner allowing the Management Board to publicly disclose such information in accordance with the aforementioned regulations of law.

§ 8

1. Meetings of the Supervisory Board shall be held at the Company's registered office or another place in the Republic of Poland specified in the invitation.
2. Meetings of the Supervisory Board, save for matters directly concerning the Management Board or its Members, in particular: dismissal, liability and setting forth the remuneration, shall be available and open for the Members of the Management Board.
3. The Supervisory Board may invite to its meetings the Company's employees or other persons from outside, if their presence is relevant for the matters under discussion. The decision concerning the invitation of any third parties shall be taken by the person convening a meeting or its chairman.

§ 9

1. The Supervisory Board shall adopt resolutions if a majority of its members, including the Chairman and Vice-chairman, are present at the meeting and all its members have been duly invited to the meeting. An invitation shall be deemed duly delivered if it has been made in a written form, by fax to the fax number provided by the Member of the Supervisory Board or by e-mail. An invitation shall specify the date and the agenda. Any Member of the Supervisory Board unable to participate in the meeting shall immediately inform the Chairman of the Supervisory Board about such fact.
 - 1a. A meeting of the Supervisory Board can also be attended using remote communication means, unless the Company's Articles of Association provide otherwise.
 - 1b. The Supervisory Board determines in the form of bylaws detailed rules of participation in meetings of the Supervisory Board using means of long distance communication.
2. Members of the Supervisory Board may participate in adopting of resolutions by casting their votes in writing through another Member of the Supervisory Board. Written votes may not be cast in respect of matters arising during the meeting of the Supervisory Board.
3. The Supervisory Board resolutions may be adopted under the written procedure (by circulation) or with the support of means of long distance communication (telephone, facsimile, e-mail, videoconference). A resolution so adopted shall be valid if all Members of the Supervisory Board have been notified of the contents of a draft resolution and at least half of the members of the Board participated in adopting the resolution.
 - 3a. Adopting resolutions by circulation, Members of the Supervisory Board cast their votes by putting their signatures in the right place on a copy of a draft resolution (circulation copy) or by putting their signatures on separate copies of a draft resolution prepared for each Member (circular letter). It is also allowed to adopt resolutions in the mixed mode with the combined use of both above mentioned forms of voting. Resolutions are deemed adopted upon putting the last signature.
 - 3b. In the event of adopting resolutions with the support of means of long distance communication, Members of the Supervisory Board shall cast their votes respectively orally or in writing. Resolutions are deemed adopted upon submitting the last statement.
 - 3c. The results of the voting referred to in section 3b above shall be presented immediately to the members of the Supervisory Board.
4. The Supervisory Board can adopt resolutions in writing or using long distance communication also in matters for which the Company's Articles of Association provide for a secret vote, unless any member of the Supervisory Board objects.
5. In the event of a conflict of interests, a Member of the Supervisory Board shall notify the other Members of the Supervisory Board and refrain from participating in discussions and voting upon a resolution on a matter in which a conflict of interests occurred.

§ 10

1. The agenda of a meeting of the Supervisory Board shall be set forth 7 days before the scheduled date of the meeting and approved by the Chairman.
2. An invitation, including the date and a draft agenda, shall be delivered to the Members of the Supervisory Board at least 3 working days before the date of the meeting. The invitation shall be accompanied by materials containing information about matters on the agenda. The aforementioned deadline may be shortened if the event of extraordinary circumstances justifying such shortening.

3. The agenda of the Supervisory Board meeting shall not be amended or supplemented during the meeting, unless all Members of the Supervisory Board are present and consent to the amendment or supplement of the agenda or in the event that certain actions of the Supervisory Board are required to protect the Company against damage or loss and in the event of a resolution concerning decision weather a conflict of interests exists between a Member of the Supervisory Board and the Company.

§ 11

1. Resolutions of the Supervisory Board shall be adopted by a majority of the votes cast, unless mandatory provisions of the Code of Commercial Companies require application of stricter rules for voting. In the case of a voting tie, the Chairman of the Supervisory Board shall have the casting vote.
2. Voting in the Supervisory Board shall be open. Voting shall be secret in cases for which the Company's Articles of Association so provides. Furthermore, a secret voting shall be ordered by the Chairman on his/her own or at the request of at least one Member of the Supervisory Board.

§ 12

1. The Supervisory Board meetings shall be convened by the Chairman of the Supervisory Board, or in the case of his/her absence, by the Vice-chairman of the Supervisory Board.
2. The Supervisory Board meetings shall be convened if and when required, at least once in a quarter.
3. A meeting of the Supervisory Board may be requested by the Management Board or a Member of the Supervisory Board, and the request shall include a draft agenda. The Chairman, or in case of his/her absence the Vice-chairman, shall convene the meeting within two weeks of the date of receipt of the request. In the event that the Chairman or Vice-chairman fails to convene the meeting, the requesting party is entitled to convene the meeting independently, by announcing the date, place and the draft agenda.

§ 13

1. Resolutions of the Supervisory Board shall be recorded by a minute secretary elected from outside the Supervisory Board or a person designated by the Chairman from amongst the Members of the Supervisory Board. The minutes shall include the agenda, the first and last names of attending Members of the Supervisory Board, the number of votes cast in favour of each resolution, objections raised, and the procedure for the adoption of a resolution.
2. The minutes shall be initialled by at least one Member of the Supervisory Board and the minute secretary and signed by all attending Members of the Supervisory Board, not later than at the subsequent meeting of the Supervisory Board. Members absent at the meeting when the minutes are signed, irrespective of the reason for their absence, are obliged to sign the minutes on the next possible date.
3. Members of the Supervisory Board participating in the adoption of resolutions by means of long distance communication shall receive copies of resolutions adopted in this manner, which they shall sign and return them to the Company as soon as possible. If resolutions are adopted using means of long distance communication, resolutions signed

by members of the Supervisory Board shall be archived with the minutes of the Supervisory Board at the Company's registered office.

4. In the event of adopting resolutions under the written procedure, the resolutions shall be signed by Members of the Supervisory Board participating in adopting the resolution.

§ 14

1. The Supervisory Board shall perform its duties collectively; it may nevertheless delegate its Members to independently perform specific supervisory tasks. The Supervisory Board shall be represented by the Chairman of the Supervisory Board, and in the case of his/her absence, by the Vice Chairman of the Supervisory Board.
2. Activities of the Supervisory Board shall be managed by the Chairman, and in the case of his/her absence, by the Vice Chairman of the Supervisory Board.
3. A Member of the Supervisory Board delegated by the Supervisory Board or a group to perform supervisory tasks on a permanent basis shall provide the Supervisory Board with detailed, written reports of the duties performed.
4. If necessary, the Supervisory Board passes a resolution appointing its members as members of permanent or temporary teams and committees for defined tasks. The teams and committees act as collective advisory bodies to the Supervisory Board. The subject and procedures of the teams and committees' work are defined in the team and committee's regulations approved by the Supervisory Board.

§ 15

1. Members of the Supervisory Board are entitled to remuneration. The amount and terms of such remuneration payment shall be set forth by the General Meeting. Information on the total amount of remuneration of all Members of the Supervisory Board, and the amount of remuneration of individual Members shall be published in the Company's annual report.
2. Members of the Supervisory Board delegated to individually perform supervisory tasks on a permanent basis and Members of the Supervisory Board delegated to temporarily perform duties of the Management Board shall be entitled to separate remuneration, the amount of which shall be set forth by the General Meeting.
3. Members of the Supervisory Board shall be entitled to the reimbursement of costs incurred in connection with conducting the Supervisory Board's activities.

IV. Final provisions

§ 16

1. The Company provides administration services for the Supervisory Board. The Company shall appoint a person responsible for:
 - notification of the Members of the Supervisory Board about scheduled meetings and obtaining confirmation or refusal of their attendance,
 - preparation and delivery of materials required for the meeting to the Members of the Supervisory Board,
 - recording the meetings of the Supervisory Board, taking minutes, and obtaining signatures of the Members of the Supervisory Board,
 - ensuring proper organization of a meeting,
 - other activities necessary for proper functioning of the Supervisory Board.

2. Administrative and operating costs of the Supervisory Board shall be borne by the Company.
3. The Bylaws come into force on the date of their adoption by the General Meeting of Shareholders, save for provisions of the Bylaws reflecting the amendments to the Articles of Association adopted by the Extraordinary General Meeting of Shareholders on the 16 of February 2004 which shall become effective on the date of registration of the Articles of Association's amendment by the competent Registry Court.

The resolution was adopted in an open ballot. 109,038,691 shares participated in the ballot which represent 57.4591443664% of the share capital. The resolution was adopted by 109,089,464 valid votes cast, including:

- 108,934,691 votes "for",
- 0 votes "against,
- 100,000 votes "abstaining".

There was no objection.

The resolution was adopted.

Resolution 6
of the Extraordinary General Meeting of Getin Holding S.A.
dated August 26th, 2020

Acting pursuant to § 10 section 2 of the Company's Articles of Association and § 1 section 3 of the Bylaws of the General Meeting of Shareholders of the Company, the Extraordinary General Meeting decides to:

§ 1

Amend the Bylaws of the General Meeting of Shareholders of Getin Holding S.A. in the following way:

1. § 1 section 1 with the following wording:

1. The General Meeting acts in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Company's Articles of Association, these Bylaws and in consideration of the Code of Best Practices of Companies Listed on Stock Exchange approved by the Company bodies.

shall be replaced by the following:

1. The General Meeting acts in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Company's Articles of Association, these Bylaws, Bylaws defining detailed rules of participation in the General Meetings of Getin Holding S.A. using means of electronic communication and in consideration of the Code of Best Practices of Companies Listed on Stock Exchange approved by the Company bodies.

2. § 2 section 8 with the following wording:

8. If the agenda of a General Meeting includes certain issues requested by authorised entities or if it was convened at request of such entities, then such a Meeting can be cancelled only upon consent of the authors of such request. Otherwise, the General Meeting may be cancelled if there are serious obstacles against carrying it out or if it is obviously objectless.

Cancellation is done exactly in the same way as the Meeting was convened, ensuring minimization of adverse effects for the Company and shareholders, in any case no later than 13 days before the originally scheduled date. Changing the date of a General Meeting is done in the same way as the Meeting was cancelled, even if the suggested agenda is not changed.

shall be replaced by the following:

8. If the agenda of a General Meeting includes certain issues requested by authorised entities or if it was convened at request of such entities, then such a Meeting can be cancelled only upon consent of the authors of such request. Otherwise, the General Meeting may be cancelled if there are serious obstacles against carrying it out or if it is obviously objectless. Cancellation is done exactly in the same way as the Meeting was convened, ensuring minimization of adverse effects for the Company and shareholders, in any case no later than 13 days before the originally scheduled date. Changing the date of a General Meeting is done in the same way as the Meeting was cancelled, even if the suggested agenda is not changed, with the reservation that the changed date of the General Meeting shall be at least 26 (twenty six) days after the announcement of the change in the date of the Meeting. Cancellation of the General Meeting and change of its date shall be justified.

3. § 3¹ section 3 with the following wording:

3. An electronic proxy does not have to bear a secure electronic signature verified with a valid qualified certificate. A shareholder shall notify the Company of establishing a proxy electronically in a form available on the Company's website in the section related to the General Meeting, or in a way determined in the Announcement of the General Meeting.

shall be replaced by the following:

3. An electronic proxy does not have to bear a qualified electronic signature. A shareholder shall notify the Company of establishing a proxy electronically in a form available on the Company's website in the section related to the General Meeting, or in a way determined in the Announcement of the General Meeting.

4. § 3¹, after section 7, section 7a with the following wording shall be added:

7a. A shareholder holding shares held on a consolidated account can appoint separate proxies to exercise the rights attached to shares held on that account.

5. § 3¹ section 8 with the following wording:

8. Members of the Management Board or employees of the Company may act proxy holders in the General Meeting, as prescribed by the provisions of the applicable law.

shall be replaced by the following:

8. Members of the Management Board or employees of the Company may act proxy holders in the General Meeting, as prescribed by the provisions of the applicable law. Proxy can authorize representation only at one General Meeting. Granting further proxies is not allowed.

6. After § 3¹, § 3² with the following wording shall be added:

§3²

1. Participation in the General Meeting is possible also by means of electronic communication, unless the Company's Articles of Association provide otherwise. Participation in the General Meeting in the manner referred to in the first sentence shall be decided by the person convening the meeting.

2. Participation in the general meeting referred to in section 1 above includes in particular:

- a) two-way real-time communication of all persons participating in the General Meeting, allowing expressing themselves in the course of the General Meeting, while staying in a different place from the place where the General Meeting is held, and
- b) exercising the right to vote in person or by proxy before or during the General Meeting.

3. Detailed rules of participation in the General Meeting using means of electronic communication are specified in the Bylaws defining detailed rules of participation in the General Meeting of Getin Holding S.A. by means of electronic communication adopted by the Supervisory Board of the Company.

4. The Company provides real-time streaming of the General Meeting.

7. In § 4 the phrase “of Vice-Chairman” shall be replaced with “Vice-Chairman”.

8. § 9 with the following wording:

1. Members of the Supervisory Board and Management Board participate in the General Meeting. If the General Meeting is expected to discuss financial issues, an expert auditor should be present at the Meeting.

2. Members of the Supervisory Board, Members of the Management Board and the expert auditor, who participate in the General Meeting, should, within their competences and in the scope necessary for settling issues discussed by the General Meeting according to provisions of the Law on Public Turnover of Securities, explain problems and inform participants of the Meeting about the Company.

shall be replaced by the following:

§ 9

Members of the Supervisory Board and Members of the Management Board shall participate in the General Meeting, within their competences and in the scope necessary for settling issues discussed by the General Meeting according to applicable provisions of Law.

9. In § 10, after section 7, section 8 with the following wording shall be added:

8. Provisions of § 10 do not apply in the case where the Company provides voting and counting votes using electronic devices.

10. § 17 section 2 with the following wording:

2. The Chairman may resolve to organise a secret vote especially for issues concerning individuals and for issues concerning the liability of members of the Company's bodies. Besides, a secret vote must be organised if at least one shareholder present or represented at the General Meeting requests it.

shall be replaced by the following:

2. A secret vote shall be organized for elections and motions to dismiss members of the Company's Bodies or liquidators, to hold them liable, and concerning individuals. Besides, a

secret vote must be organised if at least one shareholder present or represented at the General Meeting requests it.

11. § 17 section 3 with the following wording:

3. In the case of a secret vote, the Chairman or the Commission for Checking Mandates and Counting Votes distribute voting cards to shareholders. The cards should have the Company's official seal on them and indicate the date of the General Meeting, number of shares and votes at the General Meeting the shareholder has.

shall be replaced by the following:

3. In the case of a secret vote, the Chairman or the Commission for Checking Mandates and Counting Votes distribute voting cards to shareholders. The cards should have the Company's official seal on them and indicate the date of the General Meeting, number of shares and votes at the General Meeting the shareholder has. The above does not apply if voting and vote counting is performed using electronic devices.

12. § 17 section 7 with the following wording:

7. In votes at the General Meeting, an electronic device for counting votes may be used. The relevant decision is taken by the Chairman.

shall be replaced by the following:

7. Voting and counting of votes at the General Meeting can take place using electronic devices. The relevant decision is taken by the Chairman.

13. In § 17, after section 7, section 8 with the following wording shall be added:

8. Voting and electronic vote counting devices should ensure that votes are cast in a number corresponding to the number of shares held, and eliminate – in the case of secret vote – the possibility to identify the votes of individual shareholders. After counting the votes, the Chairman presents the results of the vote.

14. After § 18 , § 18¹ with the following wording shall be added:

§ 18¹

- 1. Resolutions of the General Meeting shall be minuted by a notary public.*
- 2. A copy of the minutes and documentation of the General Meeting shall be stored in the Company and made available to the Company's shareholders in accordance with the applicable provisions of law.*

15. § 19 section 1 with the following wording:

1. For issues which are not regulated by these Bylaws the provisions of the Company's Articles of Association, Resolutions of the Company's governing bodies and provisions of the Code of Commercial Companies and Partnerships and other applicable provisions of law shall apply.

shall be replaced by the following:

1. For issues which are not regulated by these Bylaws the provisions of the Company's Articles of Association, Bylaws defining detailed rules of participation in the General Meetings of Getin Holding S.A. using means of electronic communication, Resolutions of the Company's governing bodies and provisions of the Code of Commercial Companies and Partnerships and other applicable provisions of law shall apply.

§ 2

Adopt the consolidated text of the Bylaws of the General Meeting of Shareholders of Getin Holding S.A. taking into account the changes described in § 1 above, in the wording specified in the Annex to this Resolution.

§ 3

Amendments to the Bylaws of the General Meeting of Shareholders of Getin Holding S.A and the consolidated text of the Bylaws shall apply from the next General Meeting.

§ 4

The resolution shall enter into force upon its adoption.

Justification for the draft resolution

With a view to the amendment of the Act – Code of Commercial Companies and Partnerships (consolidated text of 22 February 2019; Dz. U. [Journal of Laws] of 2019, item 505), made on the basis of the so-called special purpose acts: Anti-Crisis Shield and Anti-Crisis Shield 2.0 in connection with the SARS-COV-2 pandemic, and the need to introduce changes of procedural nature, related, among others, to the introduction of new regulations in the Company, it is proposed that the General Meeting adopt amendments to the Bylaws of the General Meetings of the Company within the scope proposed in the presented draft resolution and the proposed consolidated text of the Bylaws.

Annex to the Resolution 6 of the Extraordinary General Meeting of Shareholders of Getin Holding SA of dated August 26th, 2020

GENERAL MEETING OF SHAREHOLDERS OF GETIN HOLDING S.A. BYLAWS

Consolidated text adopted by the Resolution 6 of the Extraordinary General Meeting of Shareholders of Getin Holding S.A. dated August 26th, 2020

I. General Provisions

§ 1

1. The General Meeting acts in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Company's Articles of Association, these Bylaws, Bylaws defining detailed rules of participation in the General Meetings of Getin Holding S.A. using means of electronic communication and in consideration of the Code of Best Practices of Companies Listed on Stock Exchange approved by the Company bodies.
2. These Bylaws specify the rules of operation, proceedings and passing resolutions by the General Meeting.
3. The Bylaws are approved by the General Meeting by virtue of a resolution. Any amendments to the Bylaws shall come into effect on the date of adopting the resolution, unless the resolution provides otherwise.

4. General Meeting Bylaws are publicly available on the Company's website and at its registered office.

II. Convening the General Meeting

§ 2

1. The General Meeting is convened by the Company's Management Board.
2. The Supervisory Board may convene the Annual General Meeting if the Management Board fails to convene it within six months upon the end of the fiscal year at the latest or on the date provided for by provisions of the applicable law, and Extraordinary General Meeting, if it deems it advisable.
3. Shareholders representing at least half of the share capital or at least half of the votes in the Company may convene the Extraordinary General Meeting. Shareholders shall elect the Chairman of such meeting.
4. A shareholder or shareholders representing at least one twentieth of the share capital may, pursuant to conditions and terms provided for by the applicable law:
 - a) demand that the Extraordinary General Meeting be convened and certain issues be put on the agenda;
 - b) demand that certain issues be put on the agenda of the subsequent General Meeting;
 - c) submit draft resolutions concerning issues included in the agenda of the General Meeting or issues that are to be put on the agenda of the General Meeting.
5. Demands and motions specified in section 4 above should be submitted to the Management Board in a written or electronic form. Shareholders who intend to make use of the electronic means of communication shall use special forms available on the Company's website and send them to the address specified on the Company website to submit their demands or draft resolutions.
6. The General Meeting is held at the Company's office in the town of the registered office or of the Stock Exchange where the Company's shares are admitted to organized trading (exclusively in the Republic of Poland).
7. The General Meeting is convened by an announcement published on the Company's website in a manner provided for publication of current reports, pursuant to the regulations on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies. The announcement shall be published not later than 26 days prior to the date of the General Meeting.
8. If the agenda of a General Meeting includes certain issues requested by authorised entities or if it was convened at request of such entities, then such a Meeting can be cancelled only upon consent of the authors of such request. Otherwise, the General Meeting may be cancelled if there are serious obstacles against carrying it out or if it is obviously objectless. Cancellation is done exactly in the same way as the Meeting was convened, ensuring minimization of adverse effects for the Company and shareholders, in any case no later than 13 days before the originally scheduled date. Changing the date of a General Meeting is done in the same way as the Meeting was cancelled, even if the suggested agenda is not changed, with the reservation that the changed date of the General Meeting shall be at least 26 (twenty six) days after the announcement of the change in the date of the Meeting. Cancellation of the General Meeting and change of its date shall be justified.

III. General Meeting

§ 3

1. The General Meeting may be attended by persons who are the Company shareholders sixteen days prior to the General Meeting date (the date of registration of participation in the General Meeting) and who applied to the entity maintaining the Company's securities account for issuing a personal certificate confirming their right to participate in the General Meeting. The certificate shall be issued according to provisions of the applicable law. Upon shareholders' request the certification shall indicate part or all shares registered on their securities account for which the shareholders intend to exercise their right to vote in the General Meeting.

2. The list of shareholders entitled to participate in the General Meeting is prepared by the Company on the basis of the list made available by the securities depository. The list of shareholders, approved by the Management Board, indicating surnames and names or companies (names) of the entitled shareholders, their place of residence (office), number and type of shares held and number of votes they are entitled to, will be made available at the office of the Company's Management Board for 3 business days prior to the General Meeting date. Upon shareholders' request, the list may be e-mailed to the address indicated by them, free of charge.

3. Shareholders may transfer shares between the date of registration of their participation in the General Meeting and the date the General Meeting is closed.

4. Representatives of media may participate in the General Meeting, unless their presence could lead to the Company's damage because of the nature of discussed issues. The motion to admit representatives of media to the proceedings is submitted for vote by the Chairman immediately after signing the attendance list according to § 8 of these Bylaws.

§ 3¹

1. Shareholders may participate in the General Meeting and exercise their right to vote in person or through a proxy holder(s).

2. A proxy to represent shareholders in the General Meeting and exercise the right to vote may be in a written or electronic form.

3. An electronic proxy does not have to bear a qualified electronic signature. A shareholder shall notify the Company of establishing a proxy electronically in a form available on the Company's website in the section related to the General Meeting, or in a way determined in the Announcement of the General Meeting.

4. Provisions of section 3 above shall respectively apply to revocation of a proxy.

5. Unless specified otherwise in a proxy, a proxy holder shall enjoy the same rights as a shareholder in the General Meeting. A proxy holder may grant further proxies only if his proxy provides so.

6. One proxy holder may represent several shareholders and cast different votes for each shareholder.

7. A shareholder holding shares registered on several securities accounts may appoint separate proxy holders to exercise the rights for shares registered on each account.

7a. A shareholder holding shares held on a consolidated account can appoint separate proxies to exercise the rights attached to shares held on that account.

8. Members of the Management Board or employees of the Company may act proxy holders in the General Meeting, as prescribed by the provisions of the applicable law. Proxy can authorize representation only at one General Meeting. Granting further proxies is not allowed.

§3²

1. Participation in the General Meeting is possible also by means of electronic communication, unless the Company's Articles of Association provide otherwise. Participation in the General Meeting in the manner referred to in the first sentence shall be decided by the person convening the meeting.
2. Participation in the general meeting referred to in section 1 above includes in particular:
 - a) two-way real-time communication of all persons participating in the General Meeting, allowing expressing themselves in the course of the General Meeting, while staying in a different place from the place where the General Meeting is held, and
 - b) exercising the right to vote in person or by proxy before or during the General Meeting.
3. Detailed rules of participation in the General Meeting using means of electronic communication are specified in the Bylaws defining detailed rules of participation in the General Meeting of Getin Holding S.A. by means of electronic communication adopted by the Supervisory Board of the Company.
4. The Company provides real-time streaming of the General Meeting.

§ 4

The General Meeting is opened by the Chairman or Vice-Chairmen of the Supervisory Board and if they are both absent - another Member of the Supervisory Board. If all Members of the Supervisory Board are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, who proceeds without ungrounded delay to the election of the Chairman of the General Meeting, thereafter referred to as the Chairman.

§ 5

1. The Chairman is elected from among the persons, who have a right to participate in the General Meeting.
2. The person who opens the General Meeting determines the sequence of speaking concerning naming candidates. Persons who were suggested as candidates are included in the list of candidates for Chairman, if they agree. The list of candidates is made by the person who opens the General Meeting and there must not be more than three candidates.
3. Every shareholder may vote only for one candidate. The Chairman of the General Meeting is the person who has received the most votes.

§ 6

1. The Chairman chairs the proceedings according to the settled agenda and provisions of these Bylaws.
2. The Chairman ensures efficient organisation of the proceedings and observance of rights and interests of all shareholders. The Chairman should especially oppose any abuse of their rights by the participants of the Meeting and ensure the observance of the rights of minority shareholders. The Chairman should not resign from his function without important reasons and he/she must not groundlessly delay signing of the minutes of the General Meeting.
3. The Chairman's duties include:
 - a) ensuring efficient and correct proceedings,
 - b) granting the right to speak,
 - c) issuing relevant administrative regulations,
 - d) organising votes and supervising their course,

- e) announcing the results of votes,
- f) settling doubts concerning regulations.

§ 7

1. The Chairman ensures that the proceedings proceed without groundless breaks or delays. Short breaks in the proceedings, which do not lead to the adjournment of the Meeting, are settled by the Chairman in grounded cases, but they must not serve to hamper the shareholders from exercising their rights.
2. Votes on administrative matters may concern only issues related to conducting the Meeting's proceedings. In this mode no resolutions can be considered which may affect the execution of the shareholders' rights.

§ 8

1. Immediately upon the election, the Chairman checks whether the shareholders have signed the attendance list and submitted the required proxies or documents authorizing them to represent the shareholders at the General Meeting.
2. Then, those shareholders who have not done that yet sign the attendance list.
3. The Chairman signs the attendance list and then the list is made available for the participants of the General Meeting to read it.
4. In case of any changes, the attendance list is adjusted and supplemented.
5. After signing the attendance list, upon consultation with the notary who prepares the minutes, the Chairman declares the validity of convening the General Meeting and its capability to pass resolutions, and then he/she announces the fact to the present shareholders and presents them with the agenda.

§ 9

Members of the Supervisory Board and Members of the Management Board shall participate in the General Meeting, within their competences and in the scope necessary for settling issues discussed by the General Meeting according to applicable provisions of Law.

§ 10

1. Considering the efficiency of proceedings, the Chairman may organise the election of Commissions: for checking mandates and counting votes and for resolutions and motions, or a person in charge of organising votes and counting their results. The provisions of section 2 and section 4, concerning the Commissions, are applied respectively to the person mentioned in the first sentence.
2. The duties of the Commission for Checking Mandates and Counting Votes include supervision of the correct course of a vote, declaration of the results of votes and presentation of these results to the Chairman, as well as other tasks related to organising votes. Should any irregularities of a vote be revealed, the Commission is obliged to notify the Chairman immediately. Documents indicating the results of every vote are signed by all members of the Commission for Checking Mandates and Counting Votes and by the Chairman of the General Meeting. The duties of the Commission for Resolutions and Motions include the wording of motions submitted by shareholders.
3. The Commission for Checking Mandates and Counting Votes consists of 3 to 5 members and the number of members is determined in each case by the Chairman of the General Meeting. The Commission for Resolutions and Motions consists of 3 members.
4. Members of the Commissions are elected from among the persons who have a right to participate in the General Meeting.

5. If the number of candidates for members of the Commissions is equal to the number of members stipulated in section 3, the Chairman may decide that the Commissions will be elected in a single vote for all candidates.
6. If the number of candidates for members of the Commissions exceeds the number of members stipulated in section 3, the members of the Commissions are elected by way of subsequent votes for each of the submitted candidates. The Commissions consists of the persons who have received the most votes. If more than one candidate receives the same number of votes, taking the last winning position, the Chairman chooses the member of the commission by way of drawing lots.
7. The Commissions choose their presidents and secretaries from among their members.
8. Provisions of § 10 do not apply in the case where the Company provides voting and counting votes using electronic devices.

§ 11

1. Every issue included in the agenda is described by the Chairman or a person he/she indicates.
2. After presentation of every issue included in the agenda, the Chairman opens the discussion, granting the right to speak on the basis of the sequence of calling. The Chairman may allow members of the Management Board and Supervisory Board to speak regardless of the sequence.
3. The speakers may refer only to the issues included in the agenda and currently being discussed.
4. The Chairman has a right to limit the duration of speeches to 5 minutes per one participant of the General Meeting allowed to speak by the Chairman. During the discussion about every point, one participant may speak only two times. The second speech must not last longer than 2 minutes.
5. The Company's Management Board and Supervisory Board have a right to reply to motions submitted during the discussion. Such a reply should not last longer than 5 minutes, but in grounded cases the Chairman has a right to prolong this duration.
6. The Chairman is responsible for the course of discussion. If a speaker exceeds the allowed duration of the speech or changes the subject of the discussion, the Chairman has a right to deprive him/her of the right to speak.

§ 12

1. A resolution to waive considering an issue included in the agenda and to take the issue off the agenda may be passed only if there are important and serious arguments suggesting it.
2. A motion to waive considering an issue should be justified in detail by the person who submits it.
3. It is inadmissible to waive considering an issue or to pass a resolution to take an issue off the agenda in the case of issues submitted for the agenda by the shareholders.

§ 13

The resolution subjected to a vote should be expressed in a way allowing every entitled person who does not agree with the essence of regulation to appeal against such a resolution.

§ 14

1. The Chairman allows participants of the Meeting to speak apart from the issues on the agenda and discussion, only for submitting formal motions.
2. Formal motions may concern only the issues which are on the agenda of proceedings or the course of proceedings. In this mode no resolutions can be considered which may affect the execution of the shareholders' rights.
3. Formal motions include especially motions concerning:
 - a) breaks in proceeding, adjournment or closing of proceedings,
 - b) closing a discussion,
 - c) proceeding to the agenda,
 - d) voting without a discussion,
 - e) modification of the mode of voting,
 - f) limiting the duration of speeches,
 - g) checking the number of votes present at the Meeting.
4. The General Meeting resolves a formal motion by an ordinary majority of votes cast after listening to the motion's author and its opponent. An ordinary majority means a majority of votes "for" or "against", without taking the "abstained" votes into account.
5. Before submitting a motion to vote, the Chairman specifies the content of the draft motion and announces it to the gathering. At first, the Chairman submits to vote this motion, which goes the furthest, as it may exclude the necessity to vote on all other motions.
6. If a formal motion is rejected by a vote, it must not be re-submitted during discussion on the same issue.

§ 15

The General Meeting elects Members of the Supervisory Board from among persons who have relevant education, expertise and experience and who represent high morals, and who have enough time to perform the duties of a member of the Supervisory Board in a proper way.

§ 16

1. At the motion of a shareholder or shareholders, who represent at least one fifth of the initial capital, the Supervisory Board should be elected by the nearest General Meeting by way of voting in separate groups, even if the Articles of Association provide for another way of appointing the Supervisory Board.
2. The motion mentioned in par. 1 should be submitted to the Management Board in a term allowing for the election in groups at the nearest General Meeting. A motion submitted after this term may be considered only at a subsequent General Meeting.
3. If a person appointed by an entity indicated in a separate act is a member of the Supervisory Board, only the remaining members of the Supervisory Board are elected.
4. Those persons who represent at the General Meeting such a part of shares, which corresponds to the result of division of the total number of represented shares by the number of members of the Supervisory Board, have a right to create a separate group in order to elect one member of the Board, but then they do not participate in the election of the remaining members.
5. Seats in the Supervisory Board, which have not been taken in the votes of relevant groups of shareholders, created according to section 4, are distributed by way of a vote. The participants of this vote are all the shareholders, whose votes were not cast during the election of members of the Supervisory Boards, who were elected in separate groups.
6. If at the General Meeting mentioned in section 1 not a single group able to elect a member of the Supervisory Board is created, the elections are not organised, unless the

General Meeting's agenda included not only the election in groups, but also modifications of the makeup of the Supervisory Board.

7. At the moment when at least one member of the Supervisory Board is elected by way of elections in separate groups, the terms of all previous members of the Supervisory Board expire before the end of their mandate, with the exception of the person mentioned in section 3.

8. In the vote mentioned in sections 1 and 5 every share grants one vote, without privileges or limitation, considering Art. 353 § 3 of the Code of Commercial Companies and Partnerships.

§ 17

1. Votes are open, reserving the provisions of section 2.

2. A secret vote shall be organized for elections and motions to dismiss members of the Company's Bodies or liquidators, to hold them liable, and concerning individuals. Besides, a secret vote must be organized if at least one shareholder present or represented at the General Meeting requests it.

3. In the case of a secret vote, the Chairman or the Commission for Checking Mandates and Counting Votes distribute voting cards to shareholders. The cards should have the Company's official seal on them and indicate the date of the General Meeting, number of shares and votes at the General Meeting the shareholder has. The above does not apply if voting and vote counting is performed using electronic devices.

4. Resolutions are passed by an absolute majority, unless the provisions of the Articles of Association or of the Code of Commercial Companies and Partnerships stipulate otherwise.

4a. A shareholder may cast different votes for each share that they hold.

4b. A shareholder may vote as a proxy holder in a voting for adopting a resolution concerning himself/herself only according to the provisions of the applicable law.

5. A resolution is passed if the number of votes cast "for" it exceeds the total number of votes cast "against" and "abstained".

6. Votes are counted by the Chairman, the Commission for Checking Mandates and Counting Votes or by an elected person. If votes are counted by the Commission for Checking Mandates and Counting Votes, the Commission executes the minutes of the vote and delivers it to the Chairman. After counting the votes, the Chairman announces the results of the vote.

7. Voting and counting of votes at the General Meeting can take place using electronic devices. The relevant decision is taken by the Chairman.

8. Voting and electronic vote counting devices should ensure that votes are cast in a number corresponding to the number of shares held, and eliminate – in the case of secret vote – the possibility to identify the votes of individual shareholders. After counting the votes, the Chairman presents the results of the vote.

§ 18

1. A person who votes against a resolution has a right to request recording his/her protest with a short justification in the minutes.

2. At a request of a participant of the General Meeting, his/her written declaration is included in the minutes.

§ 18'

1. Resolutions of the General Meeting shall be minuted by a notary public.

2. A copy of the minutes and documentation of the General Meeting shall be stored in the Company and made available to the Company's shareholders in accordance with the applicable provisions of law.

VI. Final provisions

§ 19

1. For issues which are not regulated by these Bylaws the provisions of the Company's Articles of Association, Bylaws defining detailed rules of participation in the General Meetings of Getin Holding S.A. using means of electronic communication, Resolutions of the Company's governing bodies and provisions of the Code of Commercial Companies and Partnerships and other applicable provisions of law shall apply.

2. The Company may not be deemed liable for any consequences of the lack of shareholders' access to the electronic means of communication with the Company or for failure of any electronic correspondence sent by a shareholder to get through to the Company, if it happened for reasons beyond control of the Company.

§ 20

These Bylaws shall become effective from the first General Meeting of Shareholders held after the General Meeting of Shareholders which approved the Bylaws.

The resolution was adopted in an open ballot. 109,038,691 shares participated in the ballot which represent 57.4591443664% of the share capital. The resolution was adopted by 109,089,464 valid votes cast, including:

- 108,934,691 votes "for",
- 0 votes "against,
- 100,000 votes "abstaining".

There was no objection.

The resolution was adopted.